UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

FORM D



NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D. SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL OMB Number: 3235-0076 Expires:August 31, 1998 Estimated average burden hours per form 16.00

SEC	USE	ONL	Y
Prefix			Serial
DATE	REC	EIV	ED

Name of Offering ([] check if this is an amendment and name has changed, and indicate change.) Overture 7 Fund, L.P.: Offering of Limited Partnership Interests
Filing Under (Check box(es) that apply): [] Rule 504 [] Rule 505 [x] Rule 506 [] Section 4(6) [] UDOS Type of Filing: [x] New Filing [] Amendment
A. BASIC IDENTIFICATION DATA
1. Enter the information requested about the issuer
Name of Issuer ([] check if this is an amendment and name has changed, and indicate change) Overture 7 Fund, L.P.
Address of Executive Offices (Number and Street, City, State, ZIP Code) 555 California Street, Suite 2975, San Francisco, California, 94104 Telephone Number (Including Area Code) (415) 676-4000
Address of Principal Business Operations (Number and Street, City, State, ZIP Code) Operations (if different from Executive Offices) Same as executive offices. Brief Description of Business
Securities Investment. Type of Business Organization [] corporation [] limited partnership, already formed [] other (please specify): [] business trust [x] limited partnership, to be formed
PROCESS
Month Year Actual or Estimated Date of Incorporation or Organization: [0][1] [0][3] [] Actual [x] Estimated Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction) [C][A]
FN for other foreign jurisdiction) [C][A] THOMSON
GENERAL INSTRUCTIONS FINANCIA
Federal:
Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6). When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the carliage of the data it is received by the SEC at

the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee. State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

-ATTENTION-

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Potential persons who are to respond to the collection of information contained in this form are not required to respond un less the form displays a currently valid OMB control number.

A. BASIC IDENTIFICATION DATA

- Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and

- Each general and managing partner of partnership issuers.		
Check Box(es) that Apply: [] Promoter [] Beneficial Owner [] Executive Officer	[] Director	[x] General and/or Managing Partner
Full Name (Last name first, if individual) Symphony Asset Management, LLC		
Business or Residence Address (Number and Street, City, State, ZIP Code): 555 California Street, Suite 2975, San Francisco, California 94104		
Check Box(es) that Apply: [] Promoter [] Beneficial Owner [x] Executive Officer	[] Director	[] General and/or Managing Partner
Full Name (Last name first, if individual) Skelton, Jeffrey L.		
Business or Residence Address (Number and Street, City, State, ZIP Code): 555 California Street, Suite 2975, San Francisco, California 94104		
Check Box(es) that Apply: [] Promoter [] Beneficial Owner [x] Executive Officer	[] Director	[] General and/or Managing Partner
Full Name (Last name first, if individual) Gottipalli, Praveen		
Business or Residence Address (Number and Street, City, State, ZIP Code): 555 California Street, Suite 2975, San Francisco, California 94104		44
Check Box(es) that Apply: [] Promoter [] Beneficial Owner [x] Executive Officer	[] Director	[] General and/or Managing Partner
Full Name (Last name first, if individual) Rudolph, Neil L.		
Business or Residence Address (Number and Street, City, State, ZIP Code): 555 California Street, Suite 2975, San Francisco, California 94104		
Check Box(es) that Apply: [] Promoter [] Beneficial Owner [x] Executive Officer	[] Director	[] General and/or Managing Partner
Full Name (Last name first, if individual) Henman, Michael J.		
Business or Residence Address (Number and Street, City, State, ZIP Code): 555 California Street, Suite 2975, San Francisco, California 94104		
Check Box(es) that Apply: [] Promoter [x] Beneficial Owner [] Executive Officer	[] Director	[] General and/or Managing Partner
Full Name (Last name first, if individual) The John Nuveen Company		
Business or Residence Address (Number and Street, City, State, ZIP Code): 333 West Wacker Drive, Chicago, Illinois 60606		
Check Box(es) that Apply: [] Promoter [x] Beneficial Owner [] Executive Officer	[] Director	[] General and/or Managing Partner
Full Name (Last name first, if individual) Nuveen Investments Holdings, Inc.		
Business or Residence Address (Number and Street, City, State, ZIP Code): 333 West Wacker Drive, Chicago, Illinois 60606		

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ATTACHMENT TO FORM D

A. BASIC IDENTIFICATION DATA							
heck Box(es) that Apply: [] Promoter [] Beneficial Owner [x] Executive Of	fficer [] Director [] General and/or Managing Partner						
ull Name (Last name first, if individual): Gulrajani, Deepak	The Parties of the Control of the Co						

				В. 1	NFORMATION	ABOUT OFF	'ERING					
1.		suer sold, or in this offer				•					No [x]	
	Answ	er also in Ap	opendix, Co	lumn 2, if	filing un	nder ULOE.						
2.		e minimum inv eral Partner			_	-						
3.	Does the o	ffering permi	it joint ow	nership of	a single	unit?					[] 40	
4.	commissic offering. and/or wi	information n or similar If a persor th a state or d persons of	remunerati n to be lis states, l	on for sol ted is an ist the na	icitation associated ume of the	of purchas I person or broker or	ers in con agent of dealer. I	nection wi a broker of f more tha	th sales o or dealer r in five (5)	f securit egistered persons	ies in the with the S to be liste	EC
Ful	l Name (Las	t name first,	if indivi	dual)		——————————————————————————————————————						
Bus	iness or Re	sidence Addre	ess (Number	and Stree	t, City, S	tate, ZIP	Code)			-		. Hallandari
Nam	e of Associ	ated Broker o	or Dealer	• •						-		
Sta	tes in Whic	h Person List	ed Has Sol	icited or	Intends to	Solicit P	urchasers					
	(Check "Al	l States" or	check indi	vidual Sta	tes)					[] A	ll States	
(AL (IL (MT [RI] [IN]	[AZ] [IA] [NV] [SD]	[AR] [KS] [NH] [TN]	[CA] [KY] [NJ] [TX]	[CO] [LA] [NM] [UT]	[CT] [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	[DC] [MA] [ND] [WA]	[FL] [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	[HI] [MS] [OR] [WY]	[ID] [MO] [PA] [PR]
==		t name first,				[01]	[VA]	[MA]	[WV]	[MT]	[M1]	[PK]
_												
Bus	iness or Re	sidence Addre	ess (Number	and Stree	t, City, S	tate, ZIP	Cođe)					
 Nam	e of Associ	ated Broker o	or Dealer							•	<u></u>	
Sta	tes in Whic	h Person List	ed Has Sol	icited or	Intends to	Solicit P	urchasers					
	(Check "Al	l States" or	check indi	vidual Sta	tes)					[] A	.l States	
[AL		[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL [MT] [NE]	[IA] [NV] [SD]	[KS] [NH] [TN]	[KY] [NJ] [TX]	[LA] [NM] [UT]	[ME] [NY] [VT]	(MD) (NC) (VA)	[MA] [ND] [WA]	[MA]	[MN] [WI]	[MS] [OR] [WY]	[MO] [PA] [PR]
		t name first,				[41]		[100]		[,,1]	[71]	(FK)
									·			
Bus	iness or Re	sidence Addre	ess (Number	and Stree	t, City, S	tate, ZIP	Code)					
Nam	e of Associ	ated Broker o	or Dealer									
Sta	tes in Whic	h Person List	ed Has Sol	icited or	Intends to	Solicit P	urchasers		···			
	(Check "Al	l States" or	check indi	vidual Sta	tes)	• • • • • • • • • • • • • • • • • • • •				[] A]	l States	
[AL]] [IN]	[AZ] [IA]	[AR] [KS]	[CA] [KY]	[CO] [LA]	[CT] [ME]	[DE] [MD]	[DC] [MA]	[FL] [MI]	[GA] [MN]	[HI] [MS]	[ID] [MO]
[MT [RI		[NV] [SD]	[NH] [TN]	[NJ] [TX]	(NM) (UT)	[NY] [VT]	[NC] [VA]	[ND] [WA]	[WV]	[MI]	[OR] [WY]	[PA] [PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

	C. OFFERING PRICE, NUMBER OF INVESTORS, EX	PENSES AND USE OF P	ROCEEDS
1.	Enter the aggregate offering price of securities included in thi	s offering and the	total amount already sold. Enter "0"
	if answer is "none" or "zero." If the transaction is an exchang	e offering, check t	his box [] and indicate in the
	columns below the amounts of the securities offered for exchange	and already exchang	ged.
		Aggregate	Amount Already
	Type of Security	Offering Price	Sold
	Debt	_	\$0.00
	Equity		\$0.00
	24221	40.00	Ţ T T T T T T T T T T T T T T T T T T T
	[] Common [] Preferred		
	[] Common [] Flexelled		
	Convertible Securities (including warrants)	¢	e .
	Partnership Interests		\$
	Other (Specify)		\$ N/A
	Other (Specify)	J IN/ A	\$ <u>N/A</u>
	Total	\$200,000,000.00	\$0.00
	Answer also in Appendix, Column 3, if filing unde	r ULOE.	
_			
2.	Enter the number of accredited and non-accredited investors who	=	
	aggregate dollar amounts of their purchases. For offerings unde		-
	purchased securities and the aggregate dollar amount of their pu	rchases on the tota	l lines. Enter "0" if answer is
	"none" or "zero."		
			Aggregate
		Number	Dollar Amount
		Investors	of Purchases
	Accredited Investors	0 '	\$0.00
	Non-accredited Investors	0	\$0.00
	Total (for filings under Rule 504 only)	N/A	\$ <u>N/A</u>
	Answer also in Appendix, Column 4, if filing unde	r ULOE.	
3.	If this filing is for an offering under Rule 504 or 505, enter t	he information requ	ested for all securities sold by the
	issuer, to date, in offerings of the types indicated, in the twe	lve (12) months pric	or to the first sale of securities in
	this offering. Classify securities by type listed in Part C-Que	stion 1.	
		Type of	Dollar Amount
	Type of offering	Security	Sold
	Rule 505	N/A	\$ N/A
	Regulation A		\$ N/A
	Rule 504		\$ N/A
			7
	Total	N/A	\$ <u>N/A</u>
4.	a. Furnish a statement of all expenses in connection with the i		
	offering. Exclude amounts relating solely to organization expen	ses of the issuer.	The information may be given as
	subject to future contingencies. If the amount of an expenditur	e is not known, fur	nish an estimate and check the box to
	the left of the estimate.		
	Transfer Agent's Fees		[x] \$0.00
	Printing and Engraving Costs		[x]\$0.00
	Legal Fees		[x]\$25,000.00
	Accounting Fees		[x]\$0.00
	Engineering Fees		[x] \$0.00
	Sales Commissions (specify finders' fees separately)		[x] \$0.00
	Other Expenses (identify):		\$1.00 p. 1.00
Misc	Operating Expenses		
	··· operating Empended		[x]\$5,000.00
			<u></u>
	Total		[x]\$30,000.00

	b. Enter the difference between	the aggregate offering price	given	OCEEDS		
				\$199,970,	000.00	
5.	used or proposed to be used for examount for any purpose is not know box to the left of the estimate.	ach of the purposes shown. I wn, furnish an estimate and c The total of the payments li	f the heck the sted must			
			Payments to Officers,	Da	aha Ma	
			Affiliates	_		
	Salaries and fees	[:	x] \$0.00	[x] \$0.00		
	Purchase of real estate	[:	x] \$0.00	[x] \$0.00		
			x] \$0.00	[x] \$0.00		
		-	x] \$0.00	[x] \$0.00		
	the value of securities invo- offering that may be used in assets or securities of anoth	lved in this exchange for the ner issuer	x] \$0.00	[x] \$0.00		
				[x] \$0.00		
	Working capital		x] \$0.00	[x] \$199,	970,000.00	
	Other (specify):	·				
			x] \$0.00	[x] \$0.00		
				[x] \$199,	970,000.00	
	Total Payments Listed (column	n totals added)	[x] \$19	99,970,000.00		
		D. FEDERAL SIGNA	TURE			
Rule Comm:	505, the following signature constants:	citutes an undertaking by the staff, the information furn	issuer to furnis	sh to the U.S. S	ecurities and Exchang	
Issu	er (Print or Type)	Overture 7 Fund, L.P.				
Signa	ature	I Send M				
Date	l	JANIARI 15	2003			
Name	of Signer (Print or Type)	Neil L. Rudolph				
	Payments to Officers, Directors, & Payments To Affiliates Others Salaries and fees					

-ATTENTION-

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

•	• · · · · · · · · · · · · · · · · · · ·	
	the disqualification provisions of such rule?	
1.	the disqualification provisions of such rule?	
2.	The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.	
3.	The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.	
4.	The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entit	cled

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been

Issuer (Print or Type)	Overture 7 Fund, L.P.
Signature	This was the
Date	JANUARY 15, 2003
Name of Signer (Print or Type)	Neil L. Rudolph
Title of Signer (Print or Type) of the Issuer	Chief Financial Officer of Symphony Asset Management, LLC, the General Partner
•	

Instruction:

satisfied.

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX 3

!	Intend	to non- dited tors ate B -	3 Type of security and aggregate offering price offered in state (Part C-Item 1)	amount	e of investor and purchased in State rt C-Item 2)			ULOE yes,	tion State (if attach nation iver ed) E-
State	Yes	No	Ltd. partnership interests	Number of Accredited Investors	Amount	Number of Non-Accred Investors	Amount	Yes	 No
ΑL	_	х	\$0	0	\$0	0	\$0		х
AK		х	\$0	0	\$0	0	\$0		X
AZ		х	\$0	0	\$0	0	\$0		Х
AR		х	\$0	0	\$0	0	\$0		X
CA		х	\$200,000,000.00	0	\$0.00	0	\$0		Х
СО		х	\$0	0	\$0	0	\$0		Х
CT		х	\$0	0	\$0	0	\$0	1	x
DE		х	\$0	0	\$0	0	\$0		х
DC		х	\$0	0	\$0	0	\$0		х
FL	_	х	\$0	0	\$0	0	\$0		X
GA		х	\$0	0	\$0	0	\$0		X
ні		х	\$0	0	\$0	0	\$0		X
ID		х	\$0	0	\$0	0	\$0		х
IL		х	\$200,000,000.00	0	\$0.00	0	\$0		Х
IN		х	\$0	0	\$0	0	\$0		x
IA		х	\$0	0	\$0	0	\$0		Х
KS		х	\$0	0	\$0	0	\$0		х
KY		х	\$0	0	\$0	0	\$0		Х
LA		х	\$0	0	\$0	0	\$0		Х
ME		х	\$0	0	\$0	0	\$0		X
MD		х	\$0	0	\$0	0	\$0		x
MA		х	\$0	0	\$0	0	\$0		X
MI		Х	\$0	0	\$0	0	\$0	1	X
MN		х	\$0	0	\$0	0	\$0		X
MS		х	\$0	0	\$0	0	\$0		Х
MO		х	\$0	0	\$0	0	\$0		x
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APPENDIX

	Intendisell to sell the sell to sell the sell to sell the	d to co non- dited cors ate B -	3 Type of security and aggregate offering price offered in state (Part C-Item 1)	amount	e of investor and purchased in State rt C-Item 2)			ULOE yes,	tion State (if attach nation iver ed) E-
State	Yes	No	Ltd. partnership interests	Number of Accredited Investors	Amount	Number of Non-Accred Investors	Amount	Yes	No
MT		х	\$0	0	\$0	0	\$0	!	X
NE		х	\$0	0	\$0	0	\$0		Х
NV		х	\$0	0	\$0	0	\$0		х
NH		х	\$0	0	\$0	0	\$0		x
NJ		х	\$0	0	\$0	10	\$0		x
NM		х	\$0	0	\$0	0	\$0		X
NY		х	\$200,000,000.00	0	\$0.00	0	\$0		x
NC		х	\$0	0	\$0	0	\$0		х
ND		х	\$0	0	\$0	0	\$0		x
ОН		х	\$0	0	\$0	o	\$0		х
OK		х	\$0	0	\$0	0	\$0		х
OR		х	\$0	0	\$0	0	\$0		x
PA		х	\$0	0	\$0	0	\$0]	j x
RI		х	\$0	0	\$0	0	\$0		x
sc		х	\$0	0	\$0	0	\$0		x
SD		х	\$0	0	\$0	0	\$0		X
TN		х	\$0	0	\$0	0	\$0		X
TX		х	\$0	0	\$0	0	\$0		х
UT		х	\$0	0	\$0	0	\$0		Х
VT		х	\$0	0	\$0	0	\$0		х
VA		х	\$0	0	\$0	0	\$0		· X
WA		х	\$0	0	\$0	0	\$0		X
WV	-	х	\$0	0	\$0	0	\$0	-	Х
WI		х	\$0	0	\$0	0	\$0		X
WY		х	\$0	0	\$0	0	\$0		Х
PR		х	\$0	0	\$0	0	\$0		Х
				R	of 8			SEC 19	72 (2/